

Gardeshe, J

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

CITY OF BROCKTON RETIREMENT
SYSTEM, Individually and On Behalf of All
Others Similarly Situated,

Plaintiffs,

v.

AVON PRODUCTS, INC., ANDREA JUNG,
CHARLES W. CRAMB, STEPHEN
IBBOTSON, SIMON N.R. HARFORD,
RICHARD S. FOGGIO, W. DON
CORNWELL, EDWARD T. FOGARTY,
FRED HASSAN, MARIA ELENA
LAGOMASINO, ANN S. MOORE, PAUL S.
PRESSLER, GARY M. RODKIN, PAULA
STERN, LAWRENCE A. WEINBACH and V.
ANN HAILEY,

Defendants.

No. 11 Civ. 4665 (PGG)

USDC SDNY DOCUMENT ELECTRONICALLY FILED DOC #: DATE FILED: 9/29/11
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**STIPULATION AND ~~EXHIBIT~~ ORDER
APPOINTING LEAD PLAINTIFFS AND LEAD COUNSEL**

WHEREAS, on September 6, 2011, three motions for appointment of Lead Plaintiffs and Lead Counsel were filed pursuant to the Section 21D of the Securities Exchange Act of 1934 (the "Exchange Act"), as amended by the Private Securities Litigation Reform Act (the "PSLRA"), 15 U.S.C. § 78u-4, in the above-captioned securities class action (the "Action");

WHEREAS, those motions were filed by the following investors ("Movants") and their counsel, each seeking to be appointed as lead plaintiff(s) and lead counsel, respectively:

- (a) LBBW Asset Management Investmentgesellschaft mbH ("LBBW") and SGSS Deutschland Kapitalanlagegesellschaft mbH ("SGSS") and Motley Rice LLC;
- (b) Metropolitan Water Reclamation District Retirement Fund ("Met Water") and Wolf Popper LLP; and
- (c) City of Brockton Retirement System ("Brockton") and the Louisiana Municipal Police Employees' Retirement System ("MPERS") and Berman DeValerio.

WHEREAS, in the interest of conserving the resources of Movants and the Court, and to avoid further litigation concerning the appointment of Lead Plaintiffs and Lead Counsel, the undersigned Movants have agreed to resolve the competing applications and seek this order effectuating the appointment of Lead Plaintiffs, Lead Counsel, and providing for the designation of an Executive Committee consisting of counsel for the Named Plaintiffs (as defined below);

NOW, THEREFORE, THE COURT ORDERS as follows:

1. Pursuant to the Section 21D of the PSLRA the Court appoints movants LBBW and SGSS as Lead Plaintiffs, and counsel for LBBW and SGSS, Motley Rice LLC, as Lead Counsel.

2. The Court, having reviewed the motion filed by LBBW and SGSS, finds that they meet the PSLRA's requirements for appointment as Lead Plaintiffs, and that Motley Rice is qualified to serve as Lead Counsel.

3. Lead Counsel shall be responsible for:

- a. Signing any future amended complaints, motions, briefs, discovery requests, objections, stipulations, or notices on behalf of plaintiffs for any matters arising during pretrial proceedings;
- b. Conducting all pretrial proceedings on behalf of plaintiffs;
- c. Briefing and arguing motions;
- d. Initiating and conducting discovery;
- e. Speaking on behalf of plaintiffs at any pretrial conference;
- f. Employing and consulting with experts;
- g. Conducting settlement negotiations with defense counsel on behalf of plaintiffs;
- h. Calling meetings of plaintiffs' counsel;
- i. Accepting service on behalf of all plaintiffs;
- j. Distributing to all plaintiffs' counsel copies of all notices, orders, and decisions of this Court, including this order;
- k. Maintaining an up-to-date list of counsel available to all plaintiffs' counsel on request; and


1. Keeping a complete file of all papers and discovery materials filed or generated in this action, which shall be available to all plaintiffs' counsel at reasonable hours.
4. Movants, Met Water, Brockton, and MPERS, shall be included in subsequent pleadings as named plaintiffs and proposed class representatives ("Named Plaintiffs").
5. Counsel to the Named Plaintiffs, Wolf Popper LLP and Berman DeValerio, shall be designated as Plaintiffs' Executive Committee.
6. Lead Counsel shall, with the advice and consultation of Plaintiffs' Executive Committee, set policy for Plaintiffs for the prosecution of the litigation, delegate and monitor the work performed by Plaintiffs' counsel to ensure that there is no duplication of effort or unnecessary expense, coordinate on behalf of Plaintiffs the initiation and conduct of discovery, and supervise and coordinate the activities of Plaintiffs' counsel.
7. Named Plaintiffs, and their counsel, the Executive Committee shall, under the direction and supervision of Lead Counsel, participate in and be consulted concerning all aspects of the litigation, including, but not limited to, pleadings, motion practice, class certification, discovery, trial, appeals, and any resolution or settlement of the Action. Lead Counsel will delegate work to the members of Executive Committee, as appropriate, including those tasks or responsibilities enumerated in paragraph 3, above.
8. Counsel in any related action that is consolidated with the Action shall be bound by this organizational structure.

DATED: September 23, 2011

Respectfully submitted,

MOTLEY RICE LLC

By: _____


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*Counsel for Movant Met Water and Proposed
Member of Plaintiffs' Executive Committee*

BERMAN DEVALERIO

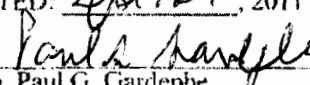
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*Counsel for Movant MPERS and Plaintiff Brockton
and Proposed Member of Plaintiffs' Executive
Committee*

IT IS SO ORDERED.

DATED: Sept. 29, 2011


Hon. Paul G. Gardephe
United States District Judge

 - 5 -